

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

<u>In re</u>	)	Chapter 11
	)	
TRONOX INCORPORATED, et al.,	)	Case No. 09-10156 (ALG)
	)	
<u>Debtors.</u>	)	Jointly Administered
TRONOX INCORPORATED, et al.,	)	
	)	
Plaintiffs,	)	
v.	)	
	)	
KERR-MCGEE CORPORATION, et al.,	)	
	)	
<u>Defendants.</u>	)	Adv. Pro. No. 09-01198 (ALG)
	)	
	)	
	)	
THE UNITED STATES OF AMERICA,	)	
	)	
Plaintiff-Intervenor,	)	
v.	)	
	)	
TRONOX, INC., et al.,	)	
	)	
<u>Defendants.</u>	)	

**[PROPOSED] FINAL JUDGMENT**

On May 15, 2012, the Court called this case for trial on behalf of the Anadarko Litigation Trust, which was deemed substituted for Plaintiffs Tronox Incorporated, Tronox Worldwide LLC, and Tronox LLC in the above-styled and numbered adversary proceeding (“Plaintiffs”), and the United States of America, as Plaintiff-Intervenor, against Defendants Kerr-McGee Corporation, Kerr-McGee Worldwide Corporation, Kerr-McGee Oil and Gas Corporation, KM Investment Corporation, Kerr-McGee Credit LLC, Kerr-McGee Shared Services Company LLC and Kerr-McGee Stored Power Company LLC (collectively

“Defendants”). Pursuant to Federal Rule of Bankruptcy Procedure 7058, a judgment is entered as set forth below. Accordingly, it is ORDERED, ADJUDGED, AND DECREED THAT:

1. The Court finds for Plaintiffs against Defendants on Plaintiffs’ claim or cause of action for actual fraudulent transfer under 11 U.S.C. §§ 544(b) and 550(a) and Okla. St. Ann. tit. 24, §116.
2. The Court finds for Plaintiffs against Defendants on Plaintiffs’ claim or cause of action, based on transfers by Tronox Incorporated and Tronox Worldwide LLC, for constructive fraudulent transfer under 11 U.S.C. §§ 544(b) and 550(a) and Okla. St. Ann. tit. 24, §§ 116 and 117.
3. Defendants’ claim under 11 U.S.C. § 502(h) (Claim No. 2, filed January 14, 2014) in the amount of \$13,609,000,000 (“Defendants’ 502(h) Claim”) is allowed in its entirety.
4. Any and all objections to Defendants’ 502(h) Claim are OVERRULED, DENIED and DISMISSED WITH PREJUDICE.
5. Plaintiffs shall recover \$850,000,000 from Defendants. This amount represents:
  - a. \$14,459,000,000 of net transfers;  
*minus*
  - b. The setoff for Defendants’ 502(h) Claim in the amount of \$13,609,000,000.
6. Plaintiffs are entitled to recover post-judgment interest at the rate set forth in 28 U.S.C. § 1961. Post-judgment interest shall accrue on any unpaid amount of the judgment from the date of the entry of this judgment until Defendants have paid damages awarded herein in full.
7. Upon the submission of appropriate documentation, Plaintiffs will be entitled to recover costs under Section 1821 and 1920 of Title 28 in an amount to be determined by the Court.
8. All claims and causes of action asserted against Anadarko Petroleum Corporation are DENIED and DISMISSED WITH PREJUDICE.
9. All claims and causes of action for constructive fraudulent transfer, including under 11 U.S.C. §§ 544(b), 548, and 550(a) and Okla. St. Ann. tit. 24, §§ 116 and 117, on behalf of Tronox LLC, or based on transfers by Tronox LLC, are DENIED and DISMISSED WITH PREJUDICE.
10. Plaintiffs’ claim or cause of action for breach of fiduciary duty is DENIED and DISMISSED WITH PREJUDICE.

11. Plaintiffs' claim or cause of action under 11 U.S.C. §§ 548 and 550(a) is DENIED and DISMISSED WITH PREJUDICE.
12. Plaintiffs' claim or cause of action for equitable disallowance is DENIED and DISMISSED WITH PREJUDICE.
13. Plaintiffs' claim or cause of action for equitable subordination is DENIED and DISMISSED WITH PREJUDICE.
14. Plaintiffs' claim for prejudgment interest is DENIED and DISMISSED WITH PREJUDICE.
15. Plaintiffs' request for attorneys' fees is DENIED; each party shall bear its own attorneys' fees associated with this adversary proceeding.
16. Any and all claims and causes of action asserted by the United States of America are DENIED and DISMISSED WITH PREJUDICE.
17. Any and all requests for relief, claims, or causes of action not specifically and expressly granted herein are hereby DENIED and DISMISSED WITH PREJUDICE.

Dated: New York, New York  
\_\_\_\_\_, 2014

\_\_\_\_\_  
Judge Allan L. Gropper  
United States Bankruptcy Court  
Southern District of New York